

Form 637
(Revised 05/11)

Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709

Filing Fee: See instructions



Certificate of Conversion
 of a
Limited Liability Company
Converting
 to a
Limited Partnership

This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas
DEC 27 2019
Corporations Section

Converting Entity Information

The name of the converting limited liability company is:
JMCR Sherman, LLC

The jurisdiction of formation of the limited liability company is: Texas

The date of formation of the limited liability company is: 12/28/2017

The file number, if any, issued to the company by the secretary of state is: 802892512

Converted Entity Information

The limited liability company named above is converting to a limited partnership. The name of the limited partnership is:
JMCR Sherman, LP

The limited partnership will be formed under the laws of: Texas

Plan of Conversion

☐ The plan of conversion is attached.

If the plan of conversion is not attached, the following section must be completed.

Alternative Statements

In lieu of providing the plan of conversion, the converting limited liability company certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

2515 McKinney Ave., Suite 1350	Dallas	TX	USA	75201
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the limited partnership, the converted entity. The address of the principal place of business of the limited partnership is:

2515 McKinney Ave., Suite 1350	Dallas	TX	USA	75201
<small>Street or Mailing Address</small>	<small>City</small>	<small>State</small>	<small>Country</small>	<small>Zip Code</small>

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

If the converted entity is a Texas limited partnership, the certificate of formation of the Texas limited partnership must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.
- B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 01/01/2020
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:
- _____
- _____

Tax Certificate

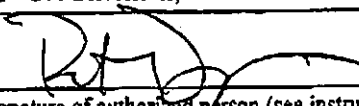
- ☐ Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.
- ☒ In lieu of providing the tax certificate, the limited partnership as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the converting entity, to execute the filing instrument.

Date: 12/20/2019

JMCR Sherman, LLC


Signature of authorized person (see instructions)

Robert Dozier, Manager

Printed or typed name of authorized person

Form 207
(Revised 07/10)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: \$750



Certificate of Formation
Limited Partnership

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

DEC 27 2019

Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited partnership. The name of the entity is:

JMCR Sherman, LP

The name must contain the words "limited," "limited partnership," or an abbreviation of that word or phrase. The name of a limited partnership that is also a limited liability partnership must also contain the phrase "limited liability partnership" or "limited liability limited partnership" or an abbreviation of one of those phrases.

Article 2 – Registered Agent and Registered Office

(Select and complete either A or B and complete C)

☒ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

COGENCY GLOBAL INC.

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
------------	------	-----------	--------

C. The business address of the registered agent and the registered office address is:

1601 Elm Street, Suite 4360	Dallas	TX	75201
Street Address	City	State	Zip Code

Article 3—Governing Authority

(Provide the name and address of each general partner.)

The name and address of each general partner are set forth below:

GENERAL PARTNER 1				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
RAMROCK Manager, LLC				
Organization Name				
ADDRESS				
P.O. Box 190200	Dallas	TX	USA	75219
Street or Mailing Address	City	State	Country	Zip Code

GENERAL PARTNER 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

GENERAL PARTNER 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

Article 4—Principal Office

The address of the principal office of the limited partnership in the United States where records are to be kept or made available under section 153.551 of the Texas Business Organizations Code is:

2515 McKinney Ave., Suite 1350	Dallas	TX	USA	75201
Street or Mailing Address	City	State	Country	Zip Code

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

<p>This limited partnership is being formed pursuant to a plan of conversion. The following information is being supplied as respects the converting entity:</p> <p>(1) its name is JMCR Sherman, LLC;</p> <p>(2) its address is 2515 McKinney Ave., Suite 1350, Dallas, TX 75201;</p> <p>(3) it is a limited liability company;</p> <p>(4) its date of formation was 12/28/2017;</p> <p>(5) its jurisdiction of formation is Texas.</p>
--

Effectiveness of Filing (Select either A, B, or C.)

- A. ☐ This document becomes effective when the document is filed by the secretary of state.
- B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 1/1/2020

C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned general partner affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 12/20/2019

Signature for each general partner:

RAMROCK Manager, LLC



Robert Dozier, President



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

JMCR Sherman, LLC
File Number: 802892512

Converting it to

JMCR Sherman, LP
File Number: 803503686

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/27/2019

Effective: 01/01/2020



A handwritten signature in black ink, appearing to read "Ruth R. Hughes".

Ruth R. Hughes
Secretary of State